

091-18368jm

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2015 FEB 19 PM 12:11
SEC / MR
 UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM 19b-4(e)

Information Required of a Self-Regulatory Organization Listing and Trading a New
 Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

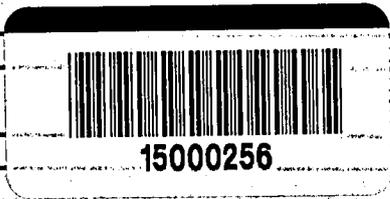
Part I Initial Listing Report

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:
 NYSE Arca, Inc. **SEC**
Mail Processing Section

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):
 Open-end Management Investment Company **FEB 19 2015**

3. Class of New Derivative Securities Product:
 Investment Company Units **Washington DC**
404

4. Name of Underlying Instrument:
 NYSE Arca Gold Miners Index



5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:
 Narrow-Based

6. Ticker Symbol(s) of New Derivative Securities Product:
 GDXX

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
 NYSE, Hong Kong, Toronto, NYSE MKT, TSX Venture, ASX, London, Istanbul

8. Settlement Methodology of New Derivative Securities Product:
 Regular way trades settle on T+3/Book entry only held in DTC.

9. Position Limits of New Derivative Securities Product (if applicable):
 Not applicable.

Part II Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:
Martha Redding
 Title:
Senior Counsel and Assistant Corporate Secretary
 Telephone Number:
(212) 656-2938

Manual Signature of Official Responsible for Form:

[Handwritten Signature]
February 17, 2015

SEC 2440 (1/99)

Act	Securities Exchange Act of 1934
Section	19b-4
Availability:	FEB 19 2015



Martha Redding
Senior Counsel
Assistant Corporate Secretary

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Via Overnight Mail

February 17, 2015

Ms. Gail Jackson
US Securities and Exchange Commission
Division of Trading and Markets
Station Place – Building I
100 F Street, N.E. – Room 6628
Washington, DC 20549

SEC
Mail Processing
Section
FEB 19 2015
Washington DC
404

Re: 19b-4(e) – ProShares Trust

Dear Ms. Jackson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find an original and nine copies of Form 19b-4(e) with respect to the securities listed below.

ProShares Ultra Gold Miners (GDXX)
ProShares UltraShort Gold Miners (GDXS)
ProShares Ultra Junior Miners (GDJJ)
ProShares UltraShort Junior Miners (GDJS)

If you have any questions, please do not hesitate to call me at (212) 656-2938.

Sincerely,

Enclosures

